



RTS TECHNOLOGY HOLDINGS BERHAD
Registration No. 201901002350 (1311676-A)
(Incorporated in Malaysia)

NOTICE OF FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting (5th AGM) of the Company will be conducted fully virtual through live streaming via Zoom at 11-5-2, Block F, Cheras Business Centre, Jalan 4/101C, 56100 Kuala Lumpur on Friday, 21 June 2024 at 10.00 a.m., for the following purpose:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Report of Directors and Auditors thereon. (Please refer to Note 1 below)
- To re-elect the following Directors who retire by rotation in accordance with the Article 129 of the Constitution of the Company and who being eligible offer themselves for re-election:
 - Lee Tiam (Ordinary Resolution 1)
 - Chay Siew Mun (Ordinary Resolution 2)
- To approve the payment of Directors' fees of RM3,000.00 per month for the Independent Non-Executive Director, namely Mr. Chay Siew Mun from the period of 21 June 2024 to the next annual general meeting. (Ordinary Resolution 3)
- To re-appoint Messrs. HLB Ler Lum Chew PLT (AF0276) Chartered Accountants as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to determine their remuneration. (Ordinary Resolution 4)

Special Business

By way of Special Business, to consider and if thought fit, to pass the following resolution, with or without modification, as an Ordinary Resolution:-

Authority Under Sections 75 And 76 Of The Companies Act, 2016 For The Directors To Issue Shares

"THAT, subject always to the Companies Act, 2016 ("the Act"), the Company's Constitution, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deemed fit, PROVIDED that the aggregate number of the shares to be issued pursuant to this Resolution must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued.

AND THAT pursuant to Section 85 of the Companies Act 2016, read together with Article 16 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares pursuant to Section 75 and 76 of the Act." (Ordinary Resolution 5)

By Order of the Board NG KEE PENG
 Company Secretary
 SSM PC No. 202008003184
 MIA 39557

Kuala Lumpur
 Dated this 29th day of April 2024

NOTES:

- Audited Financial Statements for financial year ended 31 December 2024. The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act ("CA") 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- The Main Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint proxy(ies) or in the case of a corporation, to appoint representative(s) to attend and vote in his place. A proxy may but need not be a Member of the Company.
- A member shall appoint not more than two (2) proxies to attend and vote at the meeting.
- The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited the original form at the Registered Office of the Company at Unit V3-08-06, Sunway Velocity Designer Office, Lingkaran SV, Sunway Velocity, 55100 Kuala Lumpur W.P. Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding the meeting or any adjourned meeting as the case may be.
 In case of a corporation member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least not more than two (2) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Members who wish to participate in the 5th AGM will have to register to attend the meeting remotely by completing a Pre-Registration Form and submitted to <https://forms.gle/AofCdkrP9vDDUqt8> (individual member) or <https://forms.gle/AofCdkrP9vDDUqt8> (corporate member). Please submit your request latest by Wednesday, 19 June 2024 at 10.00 a.m.

General Meeting Record of Depositors

- Only a depositor whose name appears on the Record of Depositors of the Company as at 13 June 2024 shall be entitled to attend this AGM or appoint proxies to attend, participate, speak and/or vote on his/her behalf.

Ordinary Business

- Ordinary Resolutions 1 and 2 - Re-election of Directors
 Pursuant to Article 129 of the Company's Constitution provides that 1/3 of the Directors of the Company shall retire by rotation at an AGM. A retiring director shall be eligible for re-election and shall retain office until the close of the meeting at which he retires. Both Mr. Lee Tiam and Mr. Chay Siew Mun (being the retiring Directors) had consented to their re-election and abstained from deliberation and decision on their own eligibility to stand for re-election.
- Ordinary Resolution 3 - Payment of Directors' fees
 The proposed Ordinary Resolution 3, if passed, will enable the Company to pay the Directors' fee to Mr. Chay Siew Mun of the Company. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.
- Ordinary Resolution 5 - Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to issue shares
 The proposed Ordinary Resolution 5, if passed, will give authority to the Board of Directors to allot and issue ordinary shares in the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company, or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.



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PROXY FORM

(To be completed in block letters)

No. of Shares held

*I/We

I/C or Passport or Company No. of

.....

being a *member/members of the abovenamed Company, hereby appoint :

Full name (in Block Letters)	I/C/Passport No.	Proportion of shareholdings	
		No. of Shares	%
Address			

Full name (in Block Letters)	I/C/Passport No.	Proportion of shareholdings	
		No. of Shares	%
Address			

And/or failing him/her, THE CHAIRMAN OF THE MEETING as *my/our proxy to attend and vote for *me/us on *my/our behalf at the Fifth Annual General Meeting of the Company will be conducted fully virtual through live streaming via Zoom at 11-5-2, Block F, Cheras Business Centre, Jalan 4/101C, 56100 Kuala Lumpur on Friday, 21 June 2024 at 10.00 a.m., in respect of *my/our shareholding in the manner indicated below:

ORDINARY RESOLUTIONS		For	Against
1	Resolution 1		
2	Resolution 2		
3	Resolution 3		
4	Resolution 4		
5	Resolution 5		

Please indicate with an "X" in the space above on how you wish to cast your vote. In the absence of specific directions, your proxy will vote or abstain as he/she thinks fit.

Dated thisday of.....2024

Tel No. (during office hours)

 SHAREHOLDER
(If shareholder is a corporation, this form should be executed in accordance with the instruction of company)

NOTES:-

The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited the original form at the Registered Office of the Company at Unit V3-08-06, Sunway Velocity Designer Office, Lingkaran SV, Sunway Velocity, 55100 Kuala Lumpur W.P. Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding the meeting.

In case of a corporation member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.